

The Honorable Karen A. Overstreet  
Chapter 11  
Hearing Location: 700 Stewart St., Rm.  
7206  
Hearing Date: February 12, 2010  
Hearing Time: 9:30 a.m.  
Response Date: February 5, 2010

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE**

In re

QL2 SOFTWARE, Inc.  
316 Occidental Ave, S, Ste. 410  
Seattle, WA 98104

Debtor.

Case No. 10-10209

APPLICATION FOR AUTHORITY TO  
EMPLOY KARR TUTTLE CAMPBELL AS  
BANKRUPTCY COUNSEL

The application of QL2 Software, Inc. ("Debtor"), debtor-in-possession herein, respectfully represents:

1. Debtor, as debtor-in-possession, wishes to employ Karr Tuttle Campbell, attorneys duly admitted to practice in the State of Washington and in the United States District Court for the Western District of Washington, to represent it in the above-captioned bankruptcy.

2. On January 20, 2010, Debtor received conditional authority to employ Karr Tuttle Campbell as Bankruptcy Counsel in the above-captioned bankruptcy subject to final approval after notice and hearing with its compensation subject to further order of the Bankruptcy Court.

3. Debtor has selected Karr Tuttle Campbell for the reason that they have considerable experience in matters of this character and are well qualified to represent it.

4. The professional services to be rendered by Karr Tuttle Campbell include:

APPLICATION FOR AUTHORITY TO EMPLOY  
KARR TUTTLE CAMPBELL AS BANKRUPTCY COUNSEL - 1

#736467 v1 / 40548-002

*Law Offices*  
**KARR TUTTLE CAMPBELL**  
*A Professional Service Corporation*  
1201 Third Avenue, Suite 2900, Seattle, Washington 98101-3028  
Telephone (206) 223-1313, Facsimile (206) 682-7100

1           a.       to give debtor-in-possession legal advice with respect to its powers and  
2 duties as debtor-in-possession in the continued operation of its business and management of its  
3 property;

4           b.       to take necessary action to avoid any liens subject to debtor-in-  
5 possession's avoiding powers;

6           c.       to prepare on behalf of debtor as debtor-in-possession all necessary  
7 applications, answers, orders, reports, and other legal papers;

8           d.       to perform any and all other legal services for debtor as debtor-in-  
9 possession which may be necessary herein.

10           5.       It is necessary and essential that the Debtor employ Karr Tuttle Campbell under a  
11 general retainer based on time and billable charges. A general retainer is necessary because of  
12 the extensive legal services required for this estate.

13           6.       Pre-petition the firm received a retainer of \$65,000 from the Debtor, of which  
14 \$12,158.50 was applied against invoices for services and expenses incurred prior to Debtor's  
15 bankruptcy filing. There remains a retainer in trust therefore of \$52,841.50, which funds will  
16 remain in trust until approved by the court for disbursement after notice and hearing.

17           7.       Karr Tuttle Campbell represents no other entity in connection with this case, is  
18 not a creditor of this estate, and is disinterested as that term is defined in 11 U.S.C. § 101(14),  
19 and represents or holds no interest adverse to the interest of the estate with respect to the matters  
20 on which it is to be employed.

1 Based upon the foregoing, the Debtor respectfully requests that the Court enter an order  
2 confirming the interim order granting the Debtor authority to employ Karr Tuttle Campbell as  
3 bankruptcy counsel.  
4

5 DATED this 20<sup>th</sup> day of January 2010.  
6

7 /s/ Diana K. Carey

8 By \_\_\_\_\_  
9 Diana K. Carey, WSBA #16239  
10 George Treperinas, WSBA # 15434  
11 KARR TUTTLE CAMPBELL  
12 Attorneys for QL2 Software, Inc., Debtor-  
13 In-Possession  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28